



First Union Rail Corporation
NC5811
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

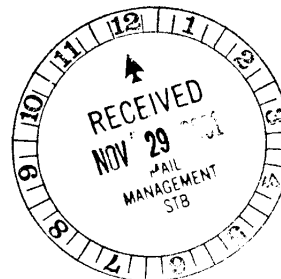
RECORDATION NO. 22583-B FILED

VIA UPS 2nd DAY AIR

November 27, 2001

NOV 29 '01 3-10 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 4, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22583.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Riverside Grain Company, Inc.
101 North First Street
P.O. Box 323
Vincennes, IN 47591

A description of the railroad equipment covered by the enclosed document is one (1) 4750 cu. ft. capacity covered hopper car marked FURX 824157.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor, and Riverside Grain Company, Inc., Lessee, covering one (1) 4750 cu. ft. capacity covered hopper car marked FURX 824157.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulska

Susan Grokulska
Manager - Documents Administration

Enclosures

(RIGC003)

ASSGN. NO.: RIGC003

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of September, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Riverside Grain Company, Inc. ("Lessee"), an Indiana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 30, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 2001 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: _____

Title: MRP - DOCUMENTS ADMIN.

Executed on this 4th day of September, 2001.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Lake

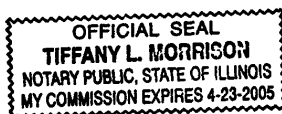
I, Tiffany L. Morrison, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of September, 2001.

Tiffany L. Morrison
Notary Public

My Commission Expires:

4/23/05
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

RIVERSIDE GRAIN COMPANY, INC.

By: W. Pat Traylor

Name: W. PAT TRAYLOR

Title: PRESIDENT

ATTEST:

By: Thomas N. Traylor

Name: Thomas N. Traylor

Title: VICE-PRESIDENT

Executed on this 15th day of August, 2001.

[CORPORATE SEAL]

STATE OF INDIANA

COUNTY OF KNOX

I Philip E. Mangin, a Notary Public of the County and State aforesaid, certify that W. Pat Traylor personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of August, 2001.

Philip E. Mangin
Notary Public

Commission Expires:

6-13-08
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF RAILCARS: One (1)
DESCRIPTION OF RAILCARS: 4,750 cu. ft. capacity covered hopper car
CAR NUMBERS: FURX 824157